

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
) Chapter 11
INDEPENDENT PET PARTNERS)
HOLDINGS, LLC, <i>et al.</i> , ¹) Case No. 23-10153 (LSS)
)
Debtors.) (Jointly Administered)
)
) Docket Ref. No. 542
)

**NOTICE OF (A) ENTRY OF CONFIRMATION ORDER;
(B) OCCURRENCE OF EFFECTIVE DATE; AND
(C) DEADLINE FOR REQUESTS FOR PAYMENT**

1. **Confirmation and Occurrence of Effective Date.** On June 30, 2023, the United States Bankruptcy Court for the District of Delaware (the “Court”) confirmed the *Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors and the Official Committee of Unsecured Creditors* (the “Plan”), which was attached as Exhibit A to the *Order Confirming Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors and the Official Committee of Unsecured Creditors* [Docket No. 542] (the “Confirmation Order”).² The Effective Date, as defined in the Plan, also occurred on June 30, 2023. The injunction, exculpation, and release provisions of the Plan are now in full force and effect.

2. **Administrative Claims.** Except as otherwise provided in the Plan or as set forth in Article VII of the Plan, the last date for the filing by any Entity of any motion or application for allowance of an Administrative Claim, *exclusive of* Professional Fee Claims (which are addressed separately herein), that remains unpaid, is 4:00 p.m. (prevailing Eastern time) on July 31, 2023 (the “Administrative Bar Date”). Any such Administrative Claim must be filed with the Court by the Administrative Bar Date and must be served so as to be actually received by the Administrative Bar Date on: (i) counsel to the Debtors: McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654 (Attn: David Agay (dagay@mcdonaldhopkins.com) and Marc Carmel (mcarmel@mcdonaldhopkins.com)); (ii) co-counsel to the Debtors: Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 1980

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Independent Pet Partners Holdings, LLC (5913), Independent Pet Partners Intermediate Holdings I, LLC (4827), Independent Pet Partners Intermediate Holdings II, LLC (7550), Independent Pet Partners Employer Holdings, LLC (6785), Independent Pet Partners Employer, LLC (7531), Independent Pet Partners Intermediate Holdings, LLC (8793), IPP - Stores, LLC (6147), IPP Stores Employer, LLC (0847), Especially For Pets, LLC (6801), Pet Life, LLC (3420), Whole Pet Central, LLC (7833), Natural Pawz, LLC (5615), and Pet Source, LLC (1905). The corporate headquarters and the mailing address for the Debtors is 8450 City Centre Dr., Woodbury, MN 55125.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Plan.

(Attn: Andrew Magaziner (amagaziner@ycst.com)); (iii) counsel to the Committee: Kelley Drye & Warren LLP, 3 World Trade Center, 175 Greenwich Street, New York, New York 10007 (Attn: James S. Carr (jcarr@kelleydrye.com) and Maeghan J. McLoughlin (mmcloughlin@kelleydrye.com)); (iv) co-counsel to the Committee, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801-6108 (Attn: Christopher Samis (csamis@potteranderson.com) and Aaron Stulman (astulman@potteranderson.com)); (v) counsel to the DIP Lenders and the Stalking Horse Purchaser, Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036 (Attn: Shmuel Vasser (shmuel.vasser@dechert.com) and Stephen Wolpert (stephen.wolpert@dechert.com)); (vi) co-counsel to the DIP Lenders and the Stalking Horse Purchaser, Richards, Layton & Finger, P.A., P.O. Box 551, Wilmington, Delaware 19899 (Attn: Russell Silberglied (silberglied@rlf.com) and Brendan Schlauch (schlauch@rlf.com)); and (vii) the U.S. Trustee, 855 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Rosa Sierra-Fox (rosa.sierra-fox@usdoj.gov) and Linda Casey (linda.casey@usdoj.gov)). **Any Entity who fails to timely File and serve an Administrative Claim by the Administrative Bar Date shall not be paid on account of such Administrative Claim.**

3. Professional Claims.

- a. *Final Fee Applications.* All final requests for payment of Professional Fee Claims must be filed no later than July 31, 2023. After notice and, if necessary, a hearing in accordance with the procedures established by the Bankruptcy Code, the Bankruptcy Rules, and prior orders of the Court, the Allowed amounts of such Professional Fee Claims shall be determined by the Court.
- b. *Post-Effective Date Retention.* Upon the Effective Date, any requirement that Professionals comply with sections 327 through 331 of the Bankruptcy Code in seeking retention or compensation for services rendered after the Effective Date shall terminate, and the Trustee shall be permitted to employ and pay professionals in accordance with the Plan and Trust Agreement.

4. **Claims Objection Deadline.** Objections to claims must be filed by the Claims Objection Deadline. “Claims Objection Deadline” means: the later of: (a) the first Business Day that is at least 180 days after the Effective Date; or (b) such later date as may be established by the Court by motion of the Trustee, which deadline shall be automatically extended upon the filing of such a motion until such time as the Court enters an order on such motion to the extent provided by the Local Rules.

5. Executory Contracts and Unexpired Leases to Be Rejected.

- a. On the Effective Date, all Executory Contracts and Unexpired Leases will be deemed rejected as of the Effective Date in accordance with, and subject to, the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, except with respect to any Executory Contract or Unexpired Lease that: (a) the Debtors previously assumed, assumed and assigned, or rejected; or (b) for which, prior to the Effective Date, the Debtors have Filed a motion to assume, assume and assign, or reject on which the Bankruptcy Court has not ruled. Entry of the

Confirmation Order by the Bankruptcy Court shall constitute approval of all such rejections of Executory Contracts and Unexpired Leases pursuant to Article 11.1 of the Plan and sections 365(a) and 1123 of the Bankruptcy Code.

- b. All Holders of Claims for damages arising from the rejection by the Debtors of each Executory Contract or Unexpired Lease pursuant to Article 11.1 of the Plan shall be forever barred from asserting such Claims against the Debtors or the Trust or their respective properties or agents, successors, or assigns, unless a proof of Claim is filed with the Claims Agent so as to actually be received on or before the date that is thirty (30) days after the Effective Date. For the avoidance of doubt, the Plan shall not serve to extend the deadline to submit any Claim arising from the rejection of any Executory Contract or Unexpired Lease pursuant to section 365 of the Bankruptcy Code to the extent that the Entity asserting such Claim was subject to an earlier deadline.

6. **Binding Effect.** The provisions of the Plan shall bind the Debtors, the Trust, the Trustee, any Entity acquiring property under the Plan, any Trust Beneficiary, and any Holder of a Claim and Holder of an Interest, whether or not such Holder of a Claim and Holder of an Interest has filed a proof of Claim or proof of Interest in these Chapter 11 Cases, whether or not the Claim of such Holder or the Interest of such Holder is impaired under the Plan, and whether or not such Holder of Claim or Holder of Interest has voted to accept or reject the Plan. All Claims and Interests shall be fixed and adjusted in accordance with the Plan and the Confirmation Order.

7. **Post-Effective Date Notice Pursuant to Bankruptcy Rule 2002.** After the Effective Date, to continue to receive notice of documents pursuant to Bankruptcy Rule 2002, all Entities (except those listed in the Confirmation Order) must file a renewed notice of appearance requesting receipt of documents in accordance with Bankruptcy Rule 2002.

8. **Post-Effective Date Entities.** The Debtor Entities shall continue to exist after the Effective Date until the Debtors file a notice of dissolution or equivalent document on behalf of each Debtor Entity.

9. **Access to Documents.** Copies of the Plan, the Confirmation Order, and any other related documents may be viewed by accessing them online at <https://omniagentsolutions.com/independentpetpartners>, maintained by the Claims and Balloting Agent, or for a charge from PACER at <https://pacer.uscourts.gov>.

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Dated: June 30, 2023
Wilmington, Delaware

/s/ Andrew L. Magaziner

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